

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEBRASKA**

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IN THE MATTER OF:

GREAT PLATTE RIVER ROAD  
MEMORIAL FOUNDATION,

Debtor.

CASE NO. BK 13-40411  
CHAPTER 11

**DECLARATION OF SHARMOND  
LOEFFLER IN SUPPORT OF  
DEBTOR'S PAYROLL MOTION**

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SHARMOND LOEFFLER, ("Declarant") of lawful age and under the authority of 28 U.S.C. §1746, hereby declare and state the following in connection with the above-captioned matter.

1. I am the Business Manager of the Great Platte River Road Memorial Foundation, which is the Debtor herein (the "Foundation"). I am personally familiar with the Foundation's day-to-day affairs, and with the property it owns. I have personal knowledge of its business activities, and of the matters set forth herein. The Foundation is a non-profit company. The Foundation operates what is sometimes referred to as the "Kearney Archway" which spans U.S. Interstate 80 outside of Kearney. It is a tourism attraction which also provides educational, cultural and historical services and related community services.

2. The Foundation has five salaried employees who have salaries due for pre-petition work. The Foundation pay its employees approximately every two weeks, for the two weeks immediately preceding the pay period. A list of the five salaried

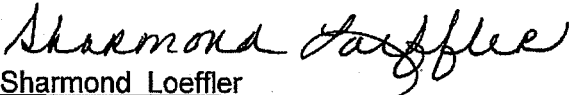
employees who are owed for pre-petition payroll, along with the amounts, is attached to the motion filed in this case, and is correct.

3. The Foundation ordinarily reimburses employees for certain out-of-pocket business-related expenses incurred in the ordinary course of business, such as necessary travel and purchasing of supplies, etc. To the best of The Foundation's knowledge, it currently owes less than \$1000 to employees for prepetition, unpaid, reimbursable expenses. An exact total is unavailable, however, because some employees may not have submitted reimbursement requests for expenses incurred prepetition.

4. The Foundation is highly dependent on its employees and the retention of its current work force is one of the Foundation's highest priorities.

5. If The Foundation is unable to assure its employees that they will be paid promptly, the Foundation's operations could suffer immediate harm due to, at the very least, an undermining of employee morale. Employees may also decide to leave their employment.

FURTHER DECLARANT SAITH NOT.

  
/s/ Sharmond Loeffler  
Sharmond Loeffler